

NO ORDER REQUIRED

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtor.)	
)	

**CERTIFICATE OF NO OBJECTION
REGARDING FEE APPLICATION (DOCKET NO. 5306)**

The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the **Summary of Application of Holme Roberts & Owen, LLP for Compensation and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Interim Period from January 1, 2004 through January 31, 2004** (the “Application”) filed on March 16, 2004.

The undersigned further certifies that he has reviewed the Court’s docket in this case and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Summary of Application, objections to the Application were to be filed and served no later than April 12, 2004 at 4:00 p.m.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members (the “Order”) dated April 17, 2002, the Debtors are hereby authorized to immediately pay compensation in the amount of \$40,083.20 (80% of the requested

fee compensation of \$50,104.00) and reimbursement of expenses in the amount of \$1,742.96 (100% of the reimbursement for expenses requested) without further order from the court.

Dated: April 26, 2004

MORRIS, JAMES, HITCHENS & WILLIAMS LLP

A handwritten signature in black ink, appearing to read 'C. Kunz', is written over a horizontal line.

Carl N. Kunz, III, Esquire (ID#3201)
222 Delaware Avenue, 10th Floor
Post Office Box 2306
Wilmington DE 19899-2306
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
ckunz@morrisjames.com